



UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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OLDE MONMOUTH STOCK TRANSFER CO., INC., :

Plaintiff, :

-- against -- :

DEPOSITORY TRUST & CLEARING CORPORATION and DEPOSITORY TRUST COMPANY, : Civil Action No.  
07 - cv - 990

Defendants. :

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**ORDER TO SHOW CAUSE AND TEMPORARY RESTRAINING ORDER**

UPON the annexed Verified Complaint, as well as the Declaration of Edward R. Gallion, Esq. (acting as counsel for Plaintiff), dated February 5, 2007, and the Exhibits attached thereto:

*NOTICE OF HEARING* that Defendant Depository Trust & Clearing Corporation ("DTCC") and Defendant Depository Trust Company ("DTC") *are ordered to Show cause as to whether it* unfairly, unreasonably and arbitrarily and for anticompetitive reasons have excluded Plaintiff Olde Monmouth Stock Transfer Co., Inc. ("Olde Monmouth") from participation in Defendants' FAST (Fast Automated Securities Transfer) Program;

AND IT FURTHER APPEARING that ~~the~~ participation  
*may be ①*  
in Defendants' FAST Program ~~is~~ an essential prerequisite to  
Olde Monmouth's ability to continue to conduct its business  
as a stock transfer agent; *and ②*

~~AND IT FURTHER APPEARING~~ that in the absence of  
participation in Defendants' FAST Program, Olde Monmouth  
will be forced out of business, thereby causing it  
irreparable harm;

*AD*  
~~AND IT FURTHER APPEARING that Defendants are~~  
~~unlawfully and deliberately using their exclusion of Olde~~  
~~Monmouth from the FAST Program as a means to force Olde~~  
~~Monmouth out of business.~~  
*being asserted*

~~AND IT FURTHER APPEARING that Defendants are~~  
contacting Olde Monmouth's clients to publicize Olde  
Monmouth's exclusion from the FAST Program in order  
unlawfully, deliberately and improperly to interfere with,  
hinder and impede Olde Monmouth's ongoing legitimate  
business activities;

*being further asserted*  
~~AND IT FURTHER APPEARING that Defendants'~~  
deliberate, ~~improper and unlawful~~ conduct with respect to  
Olde Monmouth's client base has damaged and will continue  
to damage Olde Monmouth;

~~AND IT FURTHER APPEARING that Defendants'~~  
publication of the fact of Olde Monmouth's exclusion from

the FAST Program will render it impossible for Olde Monmouth to attract any new clients or to retain its current clients, thereby causing it irreparable harm;

~~AND IT FURTHER APPEARING~~ that Olde Monmouth satisfactorily has demonstrated to this Court: (i) the probable success on the merits of its claims before this Court; (ii) the imminent danger of irreparable harm and undue disruption and destruction of Olde Monmouth's ongoing and future business activities as a consequence of Defendants' unlawful, deliberate and anticompetitive exclusion from the FAST Program and related tortious communications and activities that can neither be quantified nor compensated by an award of monetary damages; and (iii) the balancing of the equities in favor of Olde Monmouth;

NOW, THEREFORE, IT IS ORDERED that Defendants APPEAR AND SHOW CAUSE before this Court, the Hon.

Richard Owen, U.S.D.J., at the United States Courthouse, New York, New York, Courtroom 216, on February 20<sup>th</sup>, <sup>at</sup> 11:00 a.m. <sup>215</sup>, or as soon thereafter as counsel may be heard, why:

(a) Defendants should not be temporarily and permanently restrained from any further steps

to exclude Plaintiff Olde Monmouth from participation in the FAST Program;

(b) Defendants should not be temporarily and permanently restrained from any further unlawful and improper communications with Olde Monmouth's clients and prospective clients with respect to Olde Monmouth's unlawful, deliberate and arbitrary exclusion from the FAST Program;

(c) Defendants should not be affirmatively ordered by this Court immediately to approve Olde Monmouth's application for participation in the FAST Program;

AND IT IS FURTHER ORDERED that, sufficient cause appearing therefor, proper service pursuant to the Federal Rules of Civil Procedure of a copy of this Order together with all supporting papers in connection herewith be

effected upon Defendant Depository Trust & Clearing

Corporation and Defendant Depository Trust Company on or

*their agent*  
before the 13<sup>th</sup> day of February 2007. *by tele.*



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United States District Judge

Dated: New York, New York  
February 12, 2007